Deloitte Haskins & Sells

Chartered Accountants 7th Floor, Building 10, Tower B DLF Cyber City Complex DLF City Phase-II Gurgaon - 122 002, Haryana

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INDEPENDENT AUDITORS' REVIEW REPORT TO THE BOARD OF DIRECTORS OF **DEN NETWORKS LIMITED**

- 1. We have reviewed the accompanying Statement of "Standalone Unaudited Financial Results" of DEN NETWORKS LIMITED ("the Company") for the quarter and half year ended 30 September, 2015 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosure in Part II - Select Information referred to in paragraph 5 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
- 2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
- 3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 4. We draw attention to note 6 of the Statement wherein it is stated that the Digital Addressable System (DAS) subscription fee has not yet been finalised and the revenue on account of the same has been recognised based on certain estimates which in the management's view are reasonable. Our report is not qualified in respect of this matter
- 5. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to Investor complaints disclosed in Part II - Select information for the Quarter and half year ended 30 September, 2015 of the Statement from, the details furnished by the Registrars.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants (Firm's Registration No. 015125N)

JITENDRA AGARWAL

(Membership No. 87104)

Place: New Delli Date: 03 November, 2015

DEN Networks Limited
CIN: 192490DL2007PLC165673
Registered Office: 236, Okhila Industria! Estate, Phase-III, New Delhi - 110020
UNAUDITED FINANCIAI RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER, 2015

			Consol	olidated					Standalone	Slone	AS. III LOKIIS EXCE	ns. III takis except per stare data
Particulars ,	Quarter endec 30.09.2015 (Unaudited)	Quarter ended 30.06.2015 (Unaudited)	Quarter ended 30.09.2014 (Unaudited)	Half year ended 30.09.2015 (Unaudited)	Half year ended 30.09.2014 (Unaudited)	Year ended 31.03.2015 (Audited)	Quarter ended 30.09.2015 (Unaudited)	Quarter ended, 30.06.2015 . (Unaudited)	Quarter ended 30.09.2014 (Unaudited)	Half year ended 30.09.2015 (Unaudited)	Half year ended 30.09,2014 (Unaudited)	Year ended 31.03.2015 (Audited)
Part-I												,
1. Total Revenue	27.129	26,560	29.172	53,689	59,053	1,12,964	23,191	20.652	23.115	43 843	702 50	000 80
(a) Income from operations	26,890	26,454	28,910	53,344	58,748	1,11,270	22,443	20.081	22 004	22.534	43.304	64,653
(b) Other operating income	239	. 106	262	345	305	1,694	748	571	1,111	1,319	2,192	2,931
2. Expenses	33,504	32,033	29.781	65,537	58,274	1,22,318	30,001	26.828	25.834	86.838	49 710	90 00
(a) Content cost	13,677	13,606	10,891	27,283	21,533	46,452	9,151	7.947	5 708	17.098	11.220	690.05
(b) Placement fees	754	906	563	1,640	1,095	2,660	6,913	685,5	5.182	12.502	10.352	24,709
(c) Subscription share/ charges	22	63	3,180	35	6,278	6,391	1,425	1,526	4,396	2,951	8,616	11 331
(d) Employee benefits expense	3,525	3,415	2,583	056'9	5,429	11,070	2,328	2,243	1,424	4,571	2,853	6,120
(e) Cost of traded items		ਜ		ы	1	10	260	069	1,085	1,390	2,141	2,751
(f) Depreciation and amortisation expenses	5,248	900'5	4,703	10,254	9,031	18,595	3,264	3,009	2,697	6,273	5,203	10,868
(g) Other expenses	10,268	9,036	7,861	19,325	14,908	37,140	6,160	5,884	5,342	12,044	9,324	21,340
3. Profit / (loss) from operations before other income and finance costs (1-2)	(6,375)	(5,473)	(609)	(11,848)	780	(9,354)	(6,810)	(6,176)	(2,719)	(12,986)	(4,133)	(13,405)
4 Other income	1.858	2,671	2,247	4,529	4,112	8,782	2,650	2,965	2,491	5,615	4,590	9,684
5. Profit / (loss) before finance costs (3+4)	(4,517)	(2,802)	1,638	(915,7)	4,892	(572)	(4,160)	(3,211)	(228)	(7,371)	457	(3,722)
6 Finance costs	2.125	1,827	2,270	3,952	4,252	8,230	1,968	1,682	2,131	3,650	3,998	7,655
7. Profit / (loss) from ordinary activities before tax (5-6)	(6,642)	(4,629)	(632)	(11,271)	640	(8,802)	(6,128)	(4,893)	(2,359)	(11,021)	(3,541)	(11,377)
8. Tax expense	\$15	347	691	862	1,120	3,362		(131)	(182)	(121)	(348)	(362)
9. Net profit / (loss) fram ordinary activities after tax (7-8)	(7,157)	(4,976)	(1,323)	(12,133)	(480)	(12,164)	(6,128)	(4,762)	(2,177)	(10,890)	(3,193)	(11,081)
10. Share of minority interest	366	213	722	526	1,452	2,237	,			•	,	,
11. Net prafit / (loss) (9-10)	(7,523)	(5,189)	(2,045)	(12,712)	(1,932)	(14,401)	(6,128)	(4,762)	(2,177)	(10,890)	(3,193)	(11,081)
12. Paid-up Equity Share Capital (Face value Rs. 10/-)	17,820	17,820	17,820	17,820	17,820	17,820	17,820	17,820	17,820	17,820	17,820	17,820
13. Reserves (Net of accumulated losses)	1	٠	,	-	ì	1.53.167	•	,				1,47,094
(a) Basic Ebb Glene end after Extraor-tinary items for the perbod, for the year to date and for the perpicas year (not to per annualises) year (not to per	(4.22)	(2.91)	(1.15)	(7.13)	(1.09)	(8.08)	(3.44)	(2.67)	(1.22)	(6.11)	(1.79)	(6.22)
(b) Diluced EPS before and after Extraorcinary liters for the period, for the year to date and for the previous year (not to be annualsee)	(4.22)	(2.91)	(1.15)	(7.13)	(1.09)	(8.08)	(3.44)	(2.67)	(3.22)	(6.11)	(1.79)	(6.22)

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				Consolidated					Standalone	June		
Particulars	Quarter ended 30.09.2015 (Unaudited)	Quarter ended 30,06,2015	Quarter ended 30.09.2014 (Unaudited)	Half year ended 30.09.2015 (Unaudited)	Half year ended 30,09,2014 (Unaudited)	Year ended 31.03.2015 (Audited)	Quarter ended 30,09,2015 (Unaudited)	Quarter ended 30.06.2015 (Unaudited)	Quarter ended 30.09.2014 (Unaudited)	Half year ended 30.09.2015 (Unaudited)	Half year ended 30.09.2014 (Unaudited)	Year ended 31.03.2015 (Audited)
Part-II - Select Information												
A Particulars of shareholding						•				***********		
Aggregate of Public spareholding Number of Shares Annumber of Shares	10,68,39,336	10.68.	10.68.39,386	10.68.39.386	10.68,39,386	10.68.39.386	4 10.68.39.386	10.68.39.386	10.68.39,386	10.68,39,386	10,68.39.386	10.68.39.386
(b) Percentage of Sharenbioling (c) Face Value per share (Rs.)	Rs. 10/+	88, 10/-	59.35 Rs. 10/-	29.95 Rs. 10/-	59.95 Rs. 10/-	59.95 Rs. 10/-	59.95 Rs. 10/-	59.95 Rs. 10/-	59.95 Rs. 10/-	59.95 Rs. 10/~	59.95 RS. 10/-	59.95 Rs. 10/-
2. Promoters and promoter group Shareholding a) Pledged/Encumbered		•				-	•.				•.	
Number of shares Percentage of shares (as a % of the total shareholding of promoter and promoter group)	2 2	ZZ	Z	N N	N N	ZZ	II II	N N	Z Z	Z Z	N N	Z Z
 Percentage of shares (as a% of the total share capital of the company) 	2	2	IM	E Z	ž	E.	ij	2	192	N	X m	ž
b) Non-encumbered - Number of shares - Percentage of shares (as a % of the total - Shareholding of prompter and encumber group)	7.13.60,420	7,13.60,420	7.13.60.420	7.13.60.420	7,13,60,420	7.13.60.420	7.13.60.420	7.13.60,420	7,13,60,420	7,13,60,420	7,13,60,420	7,13,60,420
Percentage of shares (as a% of the total share capital of the company)	40.05	40.05	40.05	40.05	40.05	40.05	40.05	40.05	40.05	40.05	40.05	40.05
B INVESTOR COMPLAINTS	Quarter ended 30,09,2015											
Pending at the beginning of the quarter	EX.											
Received during the quarter Disposed of during the quarter	žž											
Remaining unresolved at the end of the quarter	Ξ.											



DEN Networks Limited
CIN: 192490DL2007PLC.165673

Registered Office: 236, Okhla Industrial Estate, Phase-III, New Delhi - 110020
Unaudited financial results for the quarter and half year ended 39 September, 2015

Segmentwise Revenue, Results and Capital Employed for the quarter ended 30 September, 2015.

	Quarter ended	Quarter ended	,	Half year ended	Half year ended	Year ended	Ouarter ended	District and dis	Standalone	lone		
	30.09.2015 (Unaudited)	30.06.2015 (Unaudited)	30.09.2014 (Unaudited)	30.09.2015 (Unaudited)	30.09.2014 (Unaudited)	31.03.2015 (Audited)	30,09.2015 (Unaudited)	30.06.2015 (Unaudited)	Quarrer ended 30.09.2014 (Unaudited)	Malf year ended 30.09.2015 (Unaudited)	Half year ended 30.09.2014 (Unaudited)	Year ended 31.03.2015 (Audited)
Segment Revenue (a to c)										7000 mm		
(a) Cable Distribution Network	26,306	25,946	29,028	52.252	61 163	1 11 346	970					
(b) Broadband	823	521	144	1.344	250	810	633	20,131	22,971	42,499	45,336	83,853
(c) Soccar	6)	93	,	33	,	808	7	1756	144	1,344	520	810
Total	27.129	26.560	29.172	53,689	61,413	1.12,964	23.191	20,652	23.115	43 843	76 50	
Other unallocable revenue	1,858	2,671	2,247	4,529	1,752	8,782	2,650	2,965	2,491	5,615	4,590	9,684
Total Revenue	28,987	29,231	31,419	58,218	63.165	1.21.746	25 841	73 64	200 10			
Seament Results (a to c)			*******					74000	00000	45,458	50.176	94,347
Profity (Loss) before tax and finance cost from each segment						***************************************						
(a) Cable Distribution Network (b) Broadband	(3,211)	(3,492)	864	(6,703)	3,559	(43)	(4,503)	(4,209)	(1,649)	(8,712)	(2.211)	08 700
(c) Soccer	(857)	(14)	(403)	(4,274)	(1,922)	(4,706)	(2,307)	(1,967)	(0,070)	(4,274)	(1,922)	(4,706)
Total	(6.375)	(5,473)	(609)	(11.848)	780	(9.354)	(6.810)	(6,176)	(2.719)	(12,986)	(4,133)	(13,406)
SS;	1	1										
Hance Leasts	2.125	1,827	2,270	3,952	4,252	8,230	1,968	1,682	2,131	3,650	3,998	7,655
Uther unallocable expenditure (net of unallocable income)	(1.858)	(2,671)	(2,247)	(4,529)	(4,112)	(8,782)	(2,650)	(2,965)	(2,491)	(5,615)	(4,590)	(9,684)
lotal Profit/(Loss) before tax and minority interest	(6,542)	(4,629)	(632)	(11,271)	640	(8,802)	(6,128)	(4,893)	(2,359)	(11,021)	(3,541)	(11,377)
Capital Employed			***************************************									
Segment Assets - Segment Liabilibas (a to c)				•		***************************************						
(a) Cable Distribution Network	1,39,657	1,18,766	1,16,499	1,39,657	1,16,499	1,18,766	1.31.796	1.26.258	1 05 378	1 37 296	228	
(b) Broadband	(996'6)	(7,455)	(2,445)	(996'6)	(2,445)	(5,355)	(996'6)	(7,455)	(2.445)	(9'96'6)	(2445)	(4.355)
(c) Soccer	(3,797)	(2,674)	1,748	(3,797)	1,748	(2,674)	ı		,	,	(2(2)	
Total	1,25,894	1,10,737	1,15,802	1,25,894	1,15,802	1,10,737	1,21,830	1,18,803	1,02,933	1,21,830	1,02,933	1,04,664
Unallocable Assets less Uabilities	32,151	41,303	68,729	32,151	62,729	60,204	32,151	41,303	69,729	32,151	69,729	60,204
	-				_							



Notes to the standalone unaudited financial results:

- The Standalone unaudited financial results of the Company for the quarter and half year ended 30 September, 2015 have been reviewed by the Audit Committee of the Board and have been approved by the Board of Directors at their respective meetings held on 3 November, 2015.
- The Statutory Auditors of the Company have carried out the Limited Review of the standalone financial results of the Company for the quarter and half year ended 30 September, 2015 in accordance with the Clause 41 of the Listing Agreement.
- During the year 2013-14, the Company had raised funds of Rs. 96,082 lakhs by way of Qualified Institutional Placement (QIP) and Preferential Issue of Equity Shares.

The utilization of the above proceeds are as follows:-

Particulars	Amount (Rs. in lakhs)
 Utilization for implementation of DAS, broadband and other infrastructure and services 	44,566
b. Issue expenses incurred	2,795
c. Balance amount invested in fixed deposits and mutual funds*	48,721
Total	96,082

*Total funds of the company under lien as margin money with banks/ financial institution against letters of credit/ bank guarantees/ term loans is aggregating to Rs 43,130 lakhs as at 30 September 2015, out of which Rs. 25,130 lakhs is under lien from unutilised balance of QIP.

- The Company has investments of Rs. 59,104.10 lakhs in subsidiary companies and joint venture companies. Of these, the Company has investment of Rs. 6,665.41 lakhs and has balances of loans/advances of Rs. 383.21 lakhs in various subsidiary companies whose Net Worth as at 30 September, 2015 has fully/substantially eroded. Of these, companies with investments aggregating to Rs. 1,052.97 lakhs and with balances of loans/advances of Rs. 39.94 lakhs, whose net worth is fully/substantially eroded have earned profits for the half year ended 30 September, 2015. The management of the Company expects that these subsidiary companies will have positive cash flows to adequately sustain its operations in the foreseeable future. Having regard to the long term investment and strategic involvement no provision for diminution of these investments has been considered necessary.
- The statement of assets and liabilities is as follows:

	Part 1	- Andreador	(Rs. in lakhs
	Particulars	As at	As at
		30.09.2015	
Α	EQUITY AND LIABILITIES	(Unaudited)	(Audited)
^	EGOTIL WISD TWOTFTITE?		
1.	Shareholder's funds		**
	(a) Share capital	17,774	17,774
	(b) Reserves and surplus	1,36,207	
		1,53,981	
2			
2	Non-current liabilities (a) Long-term borrowings		
		29,686	1
*	(c) Long-term provisions	27	
	(c) Long-term provisions	865	
		30,578	34,498
3	Current Liabilities		
	(a) Short-term borrowings	22,957	4,92
	(b) Trade payables	34,456	
	(c) Other current liabilities	63,353	
	(d) Short-term provisions	26	
4		1,20,792	97,31
		3,05,351	2,96,679
			2,90,075
В	ASSETS		
1	Non-current assets	ļ	
	(a) Fixed assets		
	i Tangible assets	73,170	66,96
	ii Intangible assets	947	
	iii Capital work in progress	7,968	
	(b) Non current investments	58,668	
	(c) Deferred tax assets (net)	2,302	2,17
	(d) Long-term loans and advances	13,377	12,49
	(e) Other non current assets	3,813	
		1,60,245	1,51,225
2	Current assets		
٠.	(a) Current investments	3,750	12,31
	(b) Trade receivables	36,594	
	(c) Cash and cash equivalents*	72,745	
	(d) Short-term loans and advances	12,373	
	(e) Other current assets	19,644	
		1,45,106	
	1	3,05,351	2,96,679

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- Pursuant to TRAI notification, Digital Addressable System (DAS) was implemented in metropolitan cities of the country in phase I with effect from 1 November, 2012 and in 38 other cities in phase II with effect from 1 April, 2013. The Company is in the process of finalising the subscription fee to be billed. Pending finalisation of such subscription fees, the Company has recognised subscription income on estimates based on market trends and negotiations with distributors/ local cable operators. Based on its review of such estimates on a regular basis management is of the view that any change arising in the subscription fee once finalised will not have significant impact on the revenue of the Company for the current period.
- Previous period figures have been reclassified/ regrouped to conform to the classifications adopted in the current period.

For and behalf of Board of Directors for DEN Networks Limited

SAMEER MANCHANDA Chéirnan Managing Director 1910 00015459

New Delhi 3 November, 2015

Notes to the consolidated financial results:

- The Consolidated unaudited financial results of the Company for the quarter and half year ended 30 September, 2015 have been reviewed by the Audit Committee of the Board and have been approved by the Board of Directors at their respective meetings held on 3 November, 2015.
- 2 The Statutory Auditors of the Company have carried out the Limited Review of the standalone financial results of the Company for the quarter and half year ended 30 September, 2015 in accordance with the Clause 41 of the Listing Agreement.
- 3 During the year 2013-14, the Company had raised funds of Rs. 96,082 lakhs by way of Qualified Institutional Placement (QIP) and Preferential Issue of Equity Shares.

The utilization of the above proceeds are as follows:-

Particulars	Amount (Rs. in lakhs)
a. Utilization for implementation of DAS, broadband and other infrastructure and services	44,566
b. Issue expenses incurred	2,795
c. Balance amount invested in fixed deposits and mutual funds*	48,721
Total	96.082

- *Total funds of the company under lien as margin money with banks/ financial institution against letters of credit/ bank guarantees/ term loans is aggregating to Rs 43,130 lakhs as at 30 September 2015, out of which Rs. 25,130 lakhs is under lien from unutilised balance of QIP
- The Company has investments of Rs. 59,104.10 lakhs in subsidiary companies and joint venture companies. Of these, the Company has investment of Rs. 6,665.41 lakhs and has balances of loans/advances of Rs. 383.21 lakhs in various subsidiary companies whose Net Worth as at 30 September, 2015 has fully/substantially eroded. Of these, companies with investments aggregating to Rs. 1,052.97 lakhs and with balances of loans/advances of Rs. 39.94 lakhs, whose net worth is fully/substantially eroded have earned profits for the half year ended 30 September, 2015. The management of the Company expects that these subsidiary companies will have positive cash flows to adequately sustain its operations in the foreseeable future. Having regard to the long term investment and strategic involvement no provision for diminution of these investments has been considered necessary.

(Rs. in lakhs)

5 The statement of assets and liabilities is as follows :

		Consoli	dated
Particu		As at 30.09.2015 (Unaudited)	As at 31.03.2015 (Audited)
Α	EOUITY AND LIABILITIES		Transitud.
1	Shareholder's fund (a) Share capital	17,774	17,774
	(b) Reserves and surplus	1,40,272 1,58,046	1,53,167 1,70,941
2	Share application money pending allotment	-	
3	Preference Shares Issued By Subsidiary Company Outside The Group	250	250
4	Minority interest	16,800	16,545
5	Non-current liabilities		
	(a) Long-term borrowings	29,736	33,797
	(b) Deferred tax liabilities (net) (c) Other long-term liabilities	410	564
	(d) Long-term provisions	85 1,155	48 993
		31,385	35,402
6	Current liabilities		
•	(a) Short-term borrowings	20 404	7.463
	(b) Trade payables	26,481 36,311	7,403 27,657
	(c) Other current liabilities	72,437	77,221
	(d) Short-term provisions	636	737
		1,35,865	1,13,079
	TOTAL	3,42,346	3,36,217
В	ASSETS		
1	Non-current assets		
	(a) Fixed assets		
	(I) Tangible assets	1,15,891	1,11,219
	(ii) Intangible assets	1,655	1,386
	(III) Capital work in progress (b) Goodwill on consolidation	9,725	11,035
	(c) Non-current investments	30,091	29,902
	(d) Deferred tax assets (net)	4,592	4,195
	(e) Long-term loans and advances	26,308	26,962
	(f) Other non-current assets	1,914	1,835
		1,90,175	1,86,534
2	Current assets		
	(a) Current investments	6,252	14,523
	(b) Trade receivables	47,911	39,801
	(c) Cash and cash equivalents (d) Short-term loans and advances	81,003	82,058
	(e) Other current assets	7,651	6,567
	\\	9,356 1,52,171	6,734
	TOTAL	1,34,1/1	1,49,682
	TOTAL	3,42,346	3,36,217

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- Pursuant to TRAI notification, Digital Addressable System (DAS) was implemented in metropolitan cities of the country in phase I with effect from 1 November, 2012 and in 38 other cities in phase II with effect from 1 April, 2013. The Company is in the process of finalising the subscription fee to be billed. Pending finalisation of such subscription fees, the Company has recognised subscription income on estimates based on market trends and negotiations with distributors/ local cable operators. Based on its review of such estimates on a regular basis management is of the view that any change arising in the subscription fee once finalised will not have significant impact on the revenue of the Company for the current period.
- The unaudited standalone financial results have been submitted to the Stock Exchange where the Company's securities are listed and the same are also posted on the Company's website www.dennetworks.com
- 8 Previous period figures have been reclassified/ regrouped to conform to the classifications adopted in the current period.

Following are the particulars of the Company on standalone financials:-

Particulars	Quarter ended 30.09.2015 (Unaudited)	Quarter ended 30.06.2015 (Unaudited)	Quarter ended 30.09.2014	Half year ended 30.09.2015 (Unaudited)	Half year ended 30.09.2014 (Unaudited)	(Rs. in lakhs) Year ended 31.03.2015 (Audited)
Turnover	23,191	20,652	23,115	43,843	45,586	84,663
Profit Before Tax	(6,128)	(4,893)	(2,359)	(11,021)	(3,541)	(11,377)
Profit After Tax	(6,128)	(4,762)	(2,177)	(10,890)	(3,193)	(11,081)

For and behalf of Board of Directors for DEN Networks Limited

ORKR

SAMEER MANCHANDA Chairman Managine Directorin DIN 00015468

New Delhi 3 November, 2015